21-46645

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

DEC 0 9 2002

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix		Serial						
DATE RECEIVED								

Filing Under (Check box(es) the apply):	at [] <u>Rule 504</u> [] <u>Rule 505</u> [x] <u>Rule 50</u>	06 [] Section 4(6)
Type of Filing: [x] New Filing	[] Amendment	PRC
	A. BASIC IDENTIFICATION DATA	DE
1. Enter the information reque		,
Name of Issuer (□ check if this Shum Family Partnership III, L	is an amendment and name has changed, and P.	nd indiciate change
Address of Executive Offices (10 Summerland Lane, Briarcli Telephone Number (Including		
Address of Principal Business Telephone Number (Including (if different from Executive Off		Zip Code)
Brief Description of Busine	ss: Investments	SELDING MANDELS (C. C. C
Type of Business Organization	1	
[] corporation	[x] limited partnership, already formed	[] other (please
[] business trust	[] limited partnership, to be formed	•

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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

 Each general 	al and managing p	artner of partne	rship issuers		
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Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director [x]	General a Managing Partner
Full Name (Last nam	ne first, if individua	ıl) Shum Partneı	rs, Inc.		**************************************
Business or Residen Lane, Briarcliff Manc		ber and Street,	City, State, Zip Co	ode) 10 Summerlan	d
Check Box(es) that Apply:	[] Promoter [x	Beneficial Owner	[x] Executive Officer	[] Director []	General a Managin Partner
Full Name (Last nam	ne first, if individua	ıl) (of Shum Par	tners, Inc.) Shum,	Henry	ANGERTONIANTE I DE CANADA ANTONIANO.
Business or Residen Lane, Briarcliff Mand		ber and Street,	City, State, Zip Co	ode) 10 Summerlan	d
Check Box(es) that Apply:	[] Promoter [Beneficial Owner	[] Executive Officer	[] Director []	General a Managing Partner
Full Name (Last nam	ne first, if individua	il)			
Business or Resider	ice Address (Num	ber and Street,	City, State, Zip Co	ode)	
Check Box(es) that Apply:	[] Promoter [Beneficial Owner	[] Executive Officer	[] Director []	General a Managing Partner
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Business or Resider	ice Address (Num	ber and Street,	City, State, Zip Co	ode)	Aggeden Add Pales the thronton because



B. INFORMATION ABOUT OFFERING

	the issu	uer sold	, or does	s the iss	uer inten	d to sell	, to non-	accredite	ed investo	ors in thi	s	Yes	No [x]
	•		Answ	ver also	in Apper	ndix, Col	umn 2, it	filing un	der ULO	E.			
2. Wh	at is the	minimu	m invest	ment th	at will be	accepte	ed from a	any indivi	dual?			\$100	,000
3. Doe	es the of	fering p	ermit joir	nt owne	ship of a	single ι	unit?					Yes [x]	
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3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part



C-Question 1.

	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		-
			\$
	Rule 504		. \$
	Total		. \$
ssi am nfo am	a. Furnish a statement of all expenses in connection with the plance and distribution of the securities in this offering. Exclude counts relating solely to organization expenses of the issuer. The immation may be given as subject to future contingencies. If the count of an expenditure is not known, furnish an estimate and check box to the left of the estimate.		
	Transfer Agent's Fees		\$_O
	Printing and Engraving Costs		\$_O
	Legal Fees		\$_O
	Accounting Fees	· -	\$_O
	Engineering Fees		\$_O
	Sales Commissions (specify finders' fees separately)		\$_0
	Other Expenses (identify)	= =	\$_0
	Total		\$_0
liffe 5. In se or a eft gros	Question 1 and total expenses furnished in response to Part C - Questerence is the "adjusted gross proceeds to the issuer."	nt e ed	\$1,995,000 ·
ibo	ve.		
		Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees	[x] \$60,000	[] \$0
	Purchase of real estate	[] \$0	[] _ \$_ 0
	Purchase, rental or leasing and installation of machinery and equipment	[]	[] \$ 0
	Construction or leasing of plant buildings and facilities	[] \$_ 0	[]
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[] \$0	[] \$0

pareautic a margary minimum			
Repayment of indebtedness		[] \$ 0	[] \$ 0
Working capital		[]	[]
Other (specify):_Investments		[]	[]\$1,935,000
· .		[]	- []
Column Totals		[] \$60,000	[] \$1,935,000
Total Payments Listed (column total	ls added)		_ ,995,000
D. FE	DERAL SIGNATURE	g with referring Mills and a second market and a second market and a second market and a second market and a second	Michael collection des
The issuer has duly caused this notice to this notice is filed under <u>Rule 505</u> , the fol to furnish to the U.S. Securities and Exchinformation furnished by the issuer to any <u>Rule 502</u> .	llowing signature constitutes an unhange Commission, upon written	ndertaking by the i request of its staff,	issuer , the
Issuer (Print or Type)	Signature /	Date	2/1
Issuer (Print or Type) Shum Family Partnership III, L.P.	Signature /	Date	2/1/02
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which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature /	Date , ,
Shum Family Partnership III, L.P.	offh	- 12/1/02
Name of Signer (Print or Type)	Title (Print or Type)	
Henry Shum	CEO of Shum Partners,	Inc., General Partner

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to no accredinvesto State (Part B-I	on- lited ors in te	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			em 2) explanation of waiver grante (Part E-Item		
State	Yes	No		Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No
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